

CONSENT OF THE SOLE MEMBER

OF

WFGX LICENSEE, LLC

April 8, 2004

The undersigned, constituting the sole member of WFGX Licensee LLC, a Nevada limited liability company (the "Company"), does hereby take the actions set forth below, and to evidence its waiver of any right to dissent from such actions, does hereby consent as follows:

WHEREAS, the undersigned desires, for Sinclair Media II, Inc. (the Assignor") to assign to the Company the licenses and other authorizations issued by the Federal Communications Commission for operation of television broadcast station WFGX (TV), Ft. Walton Beach, Florida (the "FCC License") and for the Company to accept such assignment and to assume the rights, obligations, and liabilities with respect to the FCC License, all upon the terms and subject to the conditions which are hereinafter set forth.

NOW, THEREFORE, BE IT RESOLVED, that the Assignment of FCC License ("the Assignment"), in the form presented to, made available to and/or reviewed by the sole member, hereby is deemed to be advisable and in the best interests of the Company and is hereby in all respects approved, with such amendments, additions, deletions, corrections and/or waivers as the sole member of the Company, in the name and on behalf of the Company, may determine to be necessary, appropriate or desirable (such determination to be conclusively, but not exclusively, evidenced by the signature of the sole member on the Assignment or any amendments thereto); and it is

FURTHER RESOLVED, that all actions taken and all agreements, instruments, certificates, and documents executed, delivered, or filed by any officer of the Company in connection with the Assignment, and the transactions described in or contemplated thereby, are hereby approved, adopted, ratified and confirmed in all respects; and it is

GENERAL

FURTHER RESOLVED, that the sole member of the Company, hereby is authorized in the name and on behalf of the Company, to take such further actions and to execute and deliver such further instruments, certificates or documents as the sole member may determine to be necessary or advisable in order to effectuate the foregoing resolutions and the transactions contemplated thereunder such determination to be conclusively, but not exclusively, evidenced

by the taking of such actions or the execution of such documents or instruments by such sole member); and it is

FURTHER RESOLVED, that this Consent of the Sole Member shall be filed in the Minute Books of the Company.

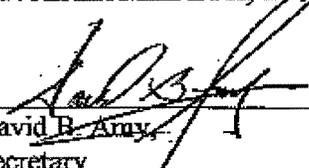
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SIGNATURE PAGE TO FOLLOW]

WITNESS my signature on the day and year first above written.

Sole Member:

SINCLAIR MEDIA II, INC.

By:



David B. Amy,
Secretary

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
AND SOLE STOCKHOLDER**

OF

SINCLAIR MEDIA II, INC.

April 8, 2004

The undersigned, constituting all of the members of the Board of Directors and Sole Stockholder of Sinclair Media II, Inc., a Maryland Corporation, (the "Corporation") in accordance with Section 2-408(c) and 2-505 of the Maryland General Corporation Law, do hereby take the actions set forth below, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

WHEREAS, the undersigned members of the Board of Directors and Sole Stockholder of the Corporation deems it advisable and in the best interests of the Corporation to form a limited liability companies in Nevada that will be a direct subsidiary of the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby authorize and direct the formation of Nevada limited liability company to be given the name WFGX Licensee, LLC (the "Subsidiary") in which the Corporation shall hold one hundred percent (100%) of the membership interests in; and it is

FURTHER RESOLVED, that undersigned hereby authorize and direct Clinton R. Black, or any person that Clinton R. Black directs, to execute, deliver and file, on behalf of the Corporation, the Articles of Organization, and any additional documents required by the Secretary of the State of Nevada, of Subsidiary with the Secretary of the State of Nevada; and it is

FURTHER RESOLVED, that the undersigned hereby authorize and direct the assignment of licenses and other authorizations issued by the Federal Communications Commission for operation of television broadcast station WFGX (TV), Ft. Walton Beach, Florida (the "FCC License) to WFGX Licensee, LLC ("WFGX") pursuant to the Assignment of FCC License ("the Assignment") between the Corporation and WFGX; and it is

NOW, THEREFORE, BE IT RESOLVED, that the Assignment, in the form presented to, made available to and/or reviewed by the undersigned, hereby is deemed to be advisable and in the best interests of the Corporation and is hereby in all respects approved, with such amendments, additions, deletions, corrections and/or waivers as any officer of the Corporation, in the name and on behalf of the Corporation, may determine to be necessary, appropriate or desirable (such determination to be conclusively, but not exclusively, evidenced by the signature of such officer on the Assignment or any amendments thereto); and it is

FURTHER RESOLVED, that all actions taken and all agreements, instruments, certificates, and documents executed, delivered, or filed by any officer of the Corporation in connection with the Assignment, and the transactions described in or contemplated thereby, are hereby approved, adopted, ratified and confirmed in all respects; and it is

GENERAL

FURTHER RESOLVED, that the officers of the Corporation, or any one or more of them, hereby are authorized in the name and on behalf of the Corporation, to take such further actions and to execute and deliver such further instruments, certificates or documents as such officer or officers may determine to be necessary or advisable in order to effectuate the foregoing resolutions and the transactions contemplated thereunder such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution of such documents or instruments by any such officer); and it is

FURTHER RESOLVED, that this Unanimous Consent of the Board of Directors and Sole Stockholder shall be filed in the Minute Books of the Corporation.

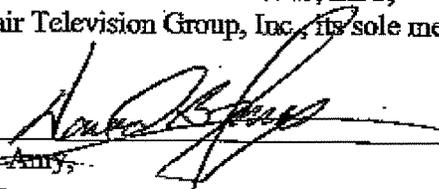
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK-
SIGNATURE PAGE TO FOLLOW]

WITNESS my signature on the day and year first above written.

SOLE STOCKHOLDER:

SINCLAIR COMMUNICATIONS, LLC,
by Sinclair Television Group, Inc., its sole member

By:

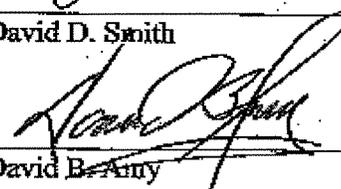


David B. Army,
Secretary

BOARD OF DIRECTORS:



David D. Smith



David B. Army